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Hearing Date: To Be Determined
Objection Deadline: October 31, 2012 at 4:00 p.m. (ET)
or as otherwise determined

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Michael Agrusa

*Human Resources Consultant to the Debtors and
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**SUMMARY OF FIRST INTERIM APPLICATION OF TOWERS WATSON
DELAWARE INC. AS HUMAN RESOURCES CONSULTANT FOR THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JUNE 25, 2012 THROUGH AUGUST 31, 2012**

This is a(n): monthly interim final application.

Name of Applicant: Towers Watson Delaware Inc. (“**Applicant**”)

Authorized to Provide Professional Services to: Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”)

Date of Retention: Order entered on July 25, 2012 retaining Applicant *nunc pro tunc* to June 25, 2012

Period for which Compensation and Reimbursement is sought: June 25, 2012 through August 31, 2012 (the “**Application Period**”)

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$34,355.03

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$0

Summary of Monthly Applications for Application Period:

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
8/28/12	6/25/12 – 7/31/12	\$19,535.99	\$0	\$15,628.00	\$0	\$3,908.00
10/5/12	7/31/12 – 8/31/12	\$14,820.04	\$0	\$0	\$0	\$2,964.01
TOTAL	6/25/12 – 8/31/12	\$34,355.03	\$0	\$15,628.00	\$0	\$6,872.01

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**UNITED STATES BANKRUPTCY COURT
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In re:)	Case No. 12-12020 (MG)
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**FIRST INTERIM APPLICATION OF TOWERS WATSON DELAWARE INC. AS
HUMAN RESOURCES CONSULTANT FOR THE DEBTORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JUNE 25, 2012 THROUGH AUGUST 31, 2012**

For its first interim application for compensation and reimbursement of expenses (the “Application”) for the period June 25, 2012 through August 31, 2012 (the “Application Period”), Towers Watson Delaware Inc. (“Applicant”), Human Resources Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “Debtors”), respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered December 21, 2010 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

B. Applicant's Retention and Interim Compensation

6. On July 25, 2012, the Court entered the *Order Authorizing Employment And Retention of Towers Watson Delaware Inc. as Human Resources Consultant to the Debtors Nunc Pro Tunc to June 25, 2012* [Docket No. 901], approving Applicant's retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Interim Compensation Order") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors' Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the "Notice Parties").

8. On August 28, 2012, Applicant served its first monthly fee application covering the period from June 25, 2012 through July 31, 2012 (the "First Monthly Fee Application") on the Notice Parties. On October 5, 2012, Applicant served its second monthly fee application covering the period from July 31, 2012 through August 31, 2012 (the "Second Monthly Fee Application") and together with the First Monthly Fee Application, the "Monthly Fee Applications") on the Notice Parties. Applicant did not receive any objections to the Monthly Fee Applications.

9. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Application Period.

10. The total payments received by Applicant as of the date hereof are equal to:
(i) 80% of requested compensation from the First Monthly Fee Application. Specifically, to date, the Applicant has received payments totaling \$15,628.00, representing \$15,628.00 in fees.

11. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Committee. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each consultant who rendered services during the Application Period, each Consultant's concentration, the aggregate time expended by each consultant, the hourly billing rate for each consultant at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

12. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Applications and are attached hereto as Exhibit D.

13. There is no agreement or understanding between Applicant and any other person for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

14. The Monthly Fee Applications submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$6,872.01. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

15. In general, Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:
- (a) Consulting expertise of health benefits, retirement and technology solutions for the company ResCap as a potential stand-alone business entity
 - (b) Transition consulting for integration of benefits to a company that could potentially integrate them to their programs.
 - (c) Additional services as required including, but not limited to, Data Collection, Project Management, Benefit analysis, Retirement plan analysis, Benefit design presentations, Retirement design presentations

16. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 Cases. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes:

17. Consulting related to Retirement Plans for Newco and Estate

- (a) Task Code: Retirement
Fees: \$1,939.91; Total Hours: 3.7

18. Consulting related to Residential Capital's Health Plans

- (b) Task Code: Health and Group Benefits
Fees: \$5,489.10; Total Hours: 9.5

19. Technology preparation and data collection workbook

(c) Task Code: Data, Surveys & Technology

Fees: \$8,185.50; Total Hours: 18

20. Communications call and project preparation

(d) Talent, rewards & Communication

Fees: \$684.80; Total Hours: 1

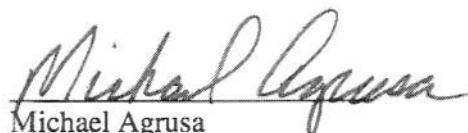
21. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. The time records attached hereto as Exhibit D present more completely the work performed by Applicant in each billing category during the Application Period.

CONCLUSION

22. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

23. Applicant therefore requests an order (i) approving interim compensation in the amount of \$34,355.03,¹ (ii) directing payment of all compensation held back in connection with the Monthly Fee Applications, and (iii) granting such other and further relief as may be just and proper.

Dated: October 18, 2012



Michael Agrusa
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*Human Resources Consultant for Residential Capital,
LLC, et al.*

¹ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

EXHIBIT A

*Human Resources Consultant to the Debtors and
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
FIRST INTERIM APPLICATION OF TOWERS WATSON DELAWARE INC. AS
HUMAN RESOURCES CONSULTANT FOR THE DEBTORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JUNE 25, 2012 THROUGH AUGUST 31, 2012**

I, Michael Agrusa, hereby certify that:

1. I am a Senior Consultant with the applicant firm, Towers Watson Delaware Inc. (the “**Firm**”), which serves as Human Resources Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).
2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389, adopted by the Court on December 21, 2010 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996* (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST

Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated October 15, 2012 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing June 25, 2012 through and including August 31, 2012, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

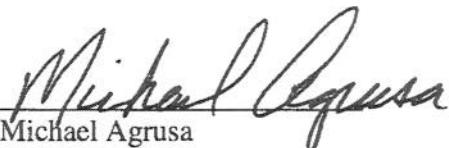
- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section A.2 of the Local Guidelines and as required by the Interim

Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

5. In respect of Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: October 18, 2012


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*Human Resources Consultant for Residential Capital,
LLC, et al.*

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY TOWERS WATSON DELAWARE INC. ON BEHALF OF THE DEBTORS FOR
THE PERIOD JUNE 25, 2012 THROUGH AUGUST 31, 2012**

Compensation by Matter

Task Code/Matter Description	Total Billed Hours	Total Compensation
Health and Group Benefits	33.05	\$16,811.31
Rewards Talent & Communication	2.00	\$1,369.60
Data Surveys & Technology	21.60	\$9,822.60
Contract Administration	6.00	\$4,044.60
Retirement	4.40	\$2,306.92
Total Fees Incurred		\$34,355.03

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL BY
TOWERS WATSON DELAWARE INC. ON BEHALF OF THE DEBTORS FOR THE
PERIOD JUNE 25, 2012 THROUGH AUGUST 31, 2012**

Name of Professional Individual	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Senior Consultants				
Jan Vermeulen	Health and Group Benefits	\$577.80	18.20	\$10,515.96
Nicole Melton	Rewards, Talent & Communication	\$684.80	2.00	\$1,369.60
Michelle Acciavatti	Contract Administration	\$674.10	6.00	\$4,044.60
Teresa Schepp	Retirement	\$524.30	4.40	\$2,306.92
Rick Adams	Health and Group Benefits	\$732.95	3.10	\$2,272.15
Consultants				
Kattrin Kinder	Data Surveys & Technology	\$454.75	21.60	\$9,822.60
Analysts				
Ann Byman	Health and Group Benefits	\$342.40	11.75	\$4,023.20
Professionals Totals		\$570.16	67.05	
Total Fees Incurred				\$34,355.03

EXHIBIT D

Towers Watson First Interim Fee Application
Exhibit D

Associate Name	Date	Associate Comment	Task Code	Associate Hours
Janet Mary Vermeulen	07/02/2012	ResCap planning and discussion for Health Plans	Health and Group Benefits	2
	07/03/2012	ResCap Planning for Health Plans	Health and Group Benefits	2
	07/05/2012	Prep call for project plan - M. Agrusa, M. Acciavatti, R. Adams	Health and Group Benefits	1
	07/12/2012	ResCap call and follow up - A. Steinman	Health and Group Benefits	2
	07/17/2012	Revise Health Plan project plan and timeline for changes	Health and Group Benefits	1
		Prep call with internal team regarding update on legal actions and progress to date on ResCap's side (30 min).		
		Conference call with ResCap (all parties) to review revised timeline, future planning, set agenda for in person		
	07/20/2012	meeting (60 min) A. Steinman, A. Janiczeck, M. Acciavatti, M. Agrusa	Health and Group Benefits	1.5
Janet Mary Vermeulen Total				9.5
Katrin J Kinder	06/26/2012	Email and call with Marty St Cr (SME) regarding Agenda for Rescap cap and to review project scope	Data, Surveys and Technology	0.8
	06/27/2012	Prepare preliminary technology Data Collection workbook and revise	Data, Surveys and Technology	5
	06/28/2012	Calls with Rescap, one project overview, one payroll specific - A. Steinman, J. Miller	Data, Surveys and Technology	0.2
	06/28/2012	Technology Prep and Data Collection	Data, Surveys and Technology	3
	07/06/2012	Summarize notes from calls with ResCap on 6/28 and submit with questions to M. Agrusa and M. Acciavatti	Data, Surveys and Technology	1
	07/10/2012	Prepare preliminary technology project plan for payroll	Data, Surveys and Technology	3.5
	07/11/2012	Revise payroll per SME feedback	Data, Surveys and Technology	1
	07/12/2012	Internal TW call to review project status, revise Data Collection workbook for Benefits and Absence Mgmt and send to M. Agrusa	Data, Surveys and Technology	1.2
	07/16/2012	Revise technology Data Collection workbook to include Absence Mgmt and send to M. Agrusa	Data, Surveys and Technology	0.6
	07/19/2012	Review consolidated project plan from M. Agrusa and M. Acciavatti	Data, Surveys and Technology	0.6
	07/22/2012	Reviewed and sent revision for NEWCO only project plan	Data, Surveys and Technology	0.2
	07/25/2012	Email N. Agrusa, request payroll contact information. Email regarding billing rate	Data, Surveys and Technology	0.2
	07/26/2012	Email M. Agrusa regarding budgeted hours for project. Email M. Agrusa and J. Miller re. Estate technology	Data, Surveys and Technology	0.3
	07/27/2012	work stream project start up.	Data, Surveys and Technology	0.4
	07/27/2012	Send revised project plan to Rescap	Data, Surveys and Technology	
Katrin J Kinder Total				18
Michelle Marie Acciavatti	07/09/2012	filing application for employment and retention of TW and project plan	Contract Administration	0.3
	07/10/2012	filing application for employment and retention of TW and project plan	Contract Administration	0.2
	07/16/2012	filing and affidavit - system questions	Contract Administration	0.5
	07/17/2012	filing and affidavit - system questions	Contract Administration	0.1
	07/18/2012	creating master project plan document template	Contract Administration	1.1
	07/19/2012	communications kick off, project plan	Contract Administration	0.6
	07/20/2012	master project plan call - prep for Nationsstar integration meeting, discussion with the internal team to determine appropriate approach and timeline - A. Steinman, A. Janiczeck, N. Melton	Contract Administration	2
Michelle Marie Acciavatti Total				4.8
Nicole Jennifer Melton	07/18/2012	Project Prep - reviewed background document and updated project time line	Rewards, Talent and Communication	1
Nicole Jennifer Melton Total				1
Teresa L Schepp	07/16/2012	kick-off call for Retirement plan direction on Newco and Estate A. Steinman and A. Janiczeck	Retirement	0.5
	07/16/2012	created project plan for Newco and Estate	Retirement	0.7
		30 minutes - review project plan with M. Agrusa & M. Acciavatti, 30 minutes - internal team call to prep for call with ResCap; 60 minutes - call with ResCap to discuss project plan and timing - A. Steinman, A. Janiczeck		
	07/20/2012	review project plan for NewCo	Retirement	2
	07/23/2012	review project plan for NewCo	Retirement	0.1
	07/25/2012	budget for retirement plan design	Retirement	0.4
Teresa L Schepp Total				3.7
Grand Total				37

Towers Watson First Interim Fee Application
Exhibit D

Associate Name	Time Sheet Date	Associate Comment	Task Code	Associate Hours
Michelle Marie Acciavatti	08/03/2012	developing the project plan and follow up	Contract Administration	0.2
	08/10/2012	BAA follow up and data requests	Contract Administration	0.1
	08/14/2012	call with Ali to get follow up and planning	Contract Administration	0.5
	08/30/2012	prepping for the meeting on the 6th - project plan, team call	Contract Administration	0.4
Janet Mary Vermeulen	08/2/2012	Review data received. Follow up with ResCap/Ally for missing data. Determine benchmark criteria.	Health and Group Benefits	1
	08/15/2012	Discuss materials for Sept 6 meeting. Identify resources and draft materials for meeting.	Health and Group Benefits	0.5
	08/22/2012	Follow up with Philadelphia office for broker suggestions.	Health and Group Benefits	1
	08/01/2012	Research into benchmark data for Financial Services (ResCap)	Health and Group Benefits	1
	08/03/2012	Conference call and review of ResCap existing program	Health and Group Benefits	1
	08/15/2012	Review data requirements, analyze additional requirements and sources, communicate with client regarding additional data needed	Health and Group Benefits	2
	08/22/2012	Draft meeting materials, benchmarking report, analysis of potential options, research on options for the Estate future planning, review census data	Health and Group Benefits	3.2
Nicole Jennifer Melton	08/23/2012	Weekly communication workstream call; ResCap participants include M. Tunkara, S. Fitzpatrick, L. Wiener, J. Miller, G. Crowley	Rewards, Talent and Communication	1
Ann Christine Byman	08/30/2012	Rescap Divestiture benchmarking	Health and Group Benefits	3.5
	08/31/2012	Run HealthMaps relative value calculations for ResCap and Nationstar medical plans.	Health and Group Benefits	6.5
	08/28/2012	Analyze current enrollment	Health and Group Benefits	0.25
	08/28/2012	Review survey data for Financial Services sector from Kaiser Employee Benefit Survey and TW BDS	Health and Group Benefits	0.25
	08/29/2012	Prepare reports showing ResCap plan information, Nationstar information and benchmark information.	Health and Group Benefits	1.5
Rick Adams	07/30/2012	June 28, 2012 project planning call with Res Cap. Review work plan, timeline, objectives, potential benefit integration dates, and data requirements	Health and Group Benefits	1.6
	07/30/2012	This time relates to project planning meeting with Janet and Michelle on Thursday July 5.	Health and Group Benefits	0.5
Teresa L Schepp	08/10/2012	Internal meeting with Janet to prep for 9/6 meeting	Health and Group Benefits	1
	08/03/2012	ResCap call and time line update/preparation	Retirement	0.1
	08/03/2012	Call with internal TW Rescap team for project planning for initial design meeting	Retirement	0.4
Katrin Kinder	08/09/2012	Questions from Ally about data request for ResCap	Retirement	0.2
	08/03/2012	Prepare for vendor calls, spreadsheets workbook	Data, Surveys and Technology	1
	08/03/2012	Internal call for prep for vendor calls	Data, Surveys and Technology	0.2
	08/15/2012	Reviewed and sent revisions for ResCap 9/6 meeting	Data, Surveys and Technology	0.4
	08/30/2012	Team meeting to discuss upcoming onsite at ResCap	Data, Surveys and Technology	0.5
	08/29/2012	Prepare list of questions for ResCap based on Data Collection Workbook responses	Data, Surveys and Technology	1
	08/30/2012	Finalize and email list of questions to ResCap	Data, Surveys and Technology	0.5
Grand Total				30.05